

Green Rain Energy Holdings Inc.

Amendment to [Management Certification](#) for 12/31/2025 originally published through the OTC Disclosure & News Service on 03/30/2026

Explanatory Note:
Amended management cert. report

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

Management Certification

The undersigned, on behalf of Green Rain Energy Holdings Inc. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

SEC Reporting Obligations

- The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- The Company has a reporting obligation under Regulation A (Tier 2)
- The Company has a reporting obligation under Regulation Crowdfunding (CF)
- Other (please describe)

Other Reporting Obligations

- The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
 - The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard
2. Indicate below whether the Company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):
Yes: No:
 3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.
Yes: No:
 4. The Company has a Verified Company Profile on OTCMarkets.com.
 5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
 6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
 7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
 8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.¹

Transfer Agent: Pacific Stock Transfer Co.
Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, NV, 89119

¹ OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.
OTC Markets Group Inc.

9. The Company's most recent Annual Report was prepared by: **Alfredo Papadakis**

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Alfredo Papadakis, CEO

Paul Khan, Consultant

10. The Company's Officers, Directors and 5% Beneficial Owners are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): **December 31, 2025**

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, ≥ 5% beneficial owner)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Maddy's Legacy LLC (Alfredo Papadakis)	5%>	Beverly Hills, California	3,100,000	Common	8.34%
Maddy's Legacy LLC (Alfredo Papadakis)	5%>	Beverly Hills, California	1,302,000	Preferred	52.08%
Alfredo Papadakis	Officer/Director/	Pasadena, California			

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
2018-2024	\$52,000	\$52,000	Various	N/A (Pending review)	0	5,200,000	Multiple Individuals	Business/Service/ Employment/ Directors Agreements
01/26/19	\$250,000	\$250,000	01/26/20	N/A (Pending review)	0	25,000,000	Medican Enterprises Inc. Xavier Mitchell	Purchase and Sale Agreement
01/01/2022	\$311,360	\$250,000	01/01/23	\$0.00005	600,000,000	31,136,000	Paul Khan	Consulting and Services Agreement
11/21/2022	\$832,694	\$650,000	11/21/2023	50% discount to market	0	83,269,400	Charles Stevens	Share Purchase Agreement
01/01/2024	\$351,498	\$300,000	01/01/2025	50% discount to market	0	35,149,800	Paul Khan	Consulting and Services Agreement
01/03/2024	\$4,452	\$3,800	04/01/2025	50% discount to market	0	445,200	Branalex Financial Group Inc. (Stephen Taub)	Loan
04/01/2024	\$210,737	\$200,000	04/01/2025	50% discount to market	0	21,073,700	Legion Financial Consultants Ltd. (Joel Tombran)	Consulting and Services Agreement
04/01/2024	\$228,137	\$200,000	04/01/2025	50% discount to market	0	22,813,700	Branalex Financial Group Inc. (Stephen Taub)	Consulting and Services Agreement
11/05/2024	\$328,691	\$300,000	11/05/2025	Non/Convertible	0	32,869,100	East Capital Investments LLC (Christopher Danzi)	Settlement Agreement
11/15/2024	\$272,221	\$249,000	11/15/2025	Non/Convertible	0		Latiff Chagpar	Services rendered including advances to subsidiaries
12/12/2024	\$24,499	\$23,000	12/12/2025	Non/Convertible	0		Dev Billing LLC Dein Neuberger	Services rendered to subsidiary companies
06/30/2025	\$36,165	\$34,079	06/30/2026	50% discount to market		3,616,500	Tomorrow Pay LLC. (Nan Yang)	Loan
10/01/2025	295,500	\$300,000	10/01/2026	50% discount to market		29,550,000	Costal CFO Consulting John Driscoll	Consulting and Services Agreement
Total Outstanding Balance:	\$3,197,954			Total Shares:	600,000,000			

Any additional material details, including footnotes to the table are below :

Review of Legacy Convertible Notes and Service-Based Obligations

Effective December 31, 2025, the Company performed a comprehensive review of its legacy convertible notes arising from business, consulting, employment, and director service agreements. This review was based on prior management records and financial statements previously filed with OTC Markets.

Based on the information currently available, management determined that approximately \$302,000 of services were substantiated as having been delivered to the Company. Of this amount, approximately \$250,000, plus any related accrued interest, has been attributed to a specific noteholder whose services have been identified and reasonably verified.

The remaining balance of approximately \$52,000 relates to services that, based on currently available records, have not yet been attributed to a specific service provider. Accordingly, management has initiated outreach to all purported service providers to obtain supporting documentation and validate the nature, extent, and ownership of such services.

Pending receipt and verification of this information, the Company will allocate the remaining \$52,000 of service-related obligations and adjust the associated convertible note balances as appropriate. Any resulting adjustments will be recorded in accordance with applicable U.S. GAAP, including ASC 450 (Contingencies) and ASC 835 (Interest), in the period in which sufficient information becomes available.

In connection with this review, management has determined that certain legacy notes recorded by prior management may not meet the recognition criteria under U.S. GAAP, including ASC 405 (Liabilities). Accordingly, such notes will be removed from the Company's disclosures and financial statements going forward unless and until they are supported by verifiable documentation or relate to service providers who continue to provide services to the Company under current management. Management will continue to evaluate all such obligations and will record any validated liabilities in the appropriate reporting period.

Review, Reassessment, and Reservation of Rights – Medican Transaction

Effective December 31, 2025, management conducted a comprehensive review of all information available to the Company in connection with the transaction involving Medican, including publicly available records and information obtained from the Company's transfer agent. Based on this review, management identified material discrepancies, including indications that certain assets contemplated under the transaction may not have been delivered to the Company as represented.

Management has also identified considerations regarding the adequacy of prior due diligence, including, but not limited to, the completeness of supporting documentation and the authority and capacity of certain signatories to

the underlying agreements. Management noted that a single individual executed agreements on behalf of multiple entities involved in the transaction.

While such arrangements may be permissible where appropriate authorization exists, management is conducting a further review to confirm that all agreements were duly authorized, properly executed, and consistent with applicable corporate governance requirements.

In addition, as part of its due diligence review, management has identified certain valuation considerations related to the issuance of the \$20,000,000 convertible note, including the valuation of certain entities and underlying assets, such as real property. Management is evaluating whether the recorded values are supported and consistent with applicable accounting guidance, including ASC 820 (Fair Value Measurement).

As a result, management continues to evaluate the validity, enforceability, and substance of the transaction based on the information currently available.

The Company has formally requested additional documentation and evidentiary support from Medican and is currently awaiting a response. Pending receipt and verification of such information, management has applied a conservative accounting approach in accordance with U.S. GAAP, including ASC 360 (Property, Plant, and Equipment), ASC 450 (Contingencies), ASC 820 (Fair Value Measurement), and ASC 855 (Subsequent Events), as applicable.

Based on the information currently available and deemed reliable, management has concluded that the recognition of assets and corresponding liabilities associated with this transaction should not exceed \$250,000, representing management's best estimate of fair value under the circumstances. Accordingly, the Company has adjusted the carrying amounts of such assets and liabilities to this amount as of December 31, 2025.

In addition, the Company has reassessed the related convertible note, previously recorded at approximately \$20,000,000 plus accrued interest. Given the unresolved uncertainties surrounding the transaction, including questions related to its underlying validity and supporting documentation, management has determined that the note should be recorded at \$250,000, with no conversion feature recognized and no additional accrued interest recorded, until such time as sufficient and verifiable documentation is provided to substantiate the original terms.

This treatment reflects management's current best estimate based on available information and does not constitute a waiver of any rights, claims, or defenses available to the Company. The Company expressly reserves all rights with respect to the transaction, including the right to challenge, rescind, or otherwise seek remedies related to the underlying agreements and any associated instruments.

Management will continue to monitor this matter and will update its assessment as additional information becomes available. Any necessary adjustments will be recorded in the appropriate reporting period in accordance with applicable accounting standards.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: _____

Title: CEO

Date: April 3, 2026

Signature: /s/ Alfredo Papadakis

(Digital Signatures should appear as "/s/ [OFFICER NAME]")